

TOKAR LIMITED

1104 Royal Trust Tower
Toronto-Dominion Centre
Toronto, Canada
M5K 1H6

NOTICE OF ANNUAL MEETING

To the Shareholders:

TAKE NOTICE that an Annual Meeting of the Shareholders of TOKAR LIMITED will be held in the Blue Room of the Windsor Hotel, Dominion Square, Montreal, Quebec, on Monday, the 30th day of April, 1973, at the hour of 9:00 o'clock in the forenoon, Eastern Daylight Saving Time, for the following purposes:—

1. To receive the Directors' Reports and Financial Statements;
2. To elect Directors for the ensuing year;
3. To appoint Auditors and authorize the Directors to fix their remuneration; and
4. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Each Shareholder who will not be able to be personally present is respectfully requested to date, sign and return the enclosed Proxy to the undersigned.

A copy of the Directors' Report and Financial Statements to be submitted to such Meeting is forwarded herewith.

DATED the 11th day of April, 1973.

By Order of the Board,

P. C. FINLAY,
Secretary.

TOKAR LIMITED

INFORMATION CIRCULAR

This Information Circular is furnished in connection with the solicitation of proxies by the Management of the Company for use at the Annual Meeting of the Shareholders of the Company to be held on Monday, the 30th day of April, 1973, and at any adjournment or adjournments thereof.

The cost of solicitation will be borne by the Company. The solicitation will be primarily by mail, but proxies may also be solicited by regular employees of the Company. No remuneration will be paid to any person for soliciting proxies, but the Company may, upon request, pay to certain brokerage firms, fiduciaries or other persons holding shares in their names for others, the charges entailed for sending out proxies to the persons for whom they hold shares.

PROVISIONS RELATING TO VOTING

Shareholders of record at the time of the holding of the Meeting will be entitled to one vote for each share held. The Company has outstanding 3,303,914 shares of its capital stock. A Shareholder who has given a proxy may revoke it at any time prior to its use either (a) by signing a proxy bearing a later date and delivering it to the Secretary of the Company, or (b) by signing written notice of revocation and delivering it to the Secretary of the Company or the Chairman of the Meeting.

The Company has been informed that Hambro Canada (1972) Limited beneficially owns, through Hambro Corporation of Canada Limited, 2,229,811 shares or approximately 67.5% of the issued and outstanding shares of the Company.

The form of proxy which accompanies this Information Circular is solicited on behalf of the Management of the Company.

A shareholder that is not a corporation has the right to appoint any person who is entitled to be present and vote at the Meeting to represent him at the Meeting other than the persons designated in the enclosed form of proxy. A shareholder that is a corporation has the right to appoint any person to represent it at the Meeting other than the persons designated in the form of proxy. To exercise such right the shareholder should strike out the names of the persons designated in the enclosed form of proxy and insert the name of his or its nominee in the blank space provided for that purpose.

The shares represented by the enclosed form of proxy will be voted. If any amendments or variations to matters identified in the notice of Meeting are proposed at the Meeting or if any other matters properly come before the Meeting, the enclosed form of proxy confers discretionary authority to vote on such

amendments or variations or such other matters according to the best judgment of the person voting such proxy at the Meeting.

ELECTION OF DIRECTORS

At the Annual Meeting a Board of seven Directors is to be elected, to hold office until the next Annual Meeting of Shareholders or until their successors are elected, and **it is the intention of the persons named in the enclosed form of proxy to vote such proxy for the election of the following persons**, all of whom are now Directors of the Company.

The Management does not contemplate that any nominee will be unable to serve as a Director for any reason, but should this be the case, the persons named in the accompanying form of proxy reserve the right to vote for another person of their choice in his place and stead.

The names of all the nominees as Directors, their principal occupations or employments, the years in which they became Directors of the Company and the approximate number of shares of the Company beneficially owned by them, directly or indirectly, as of April 4, 1973, are as follows:

<u>Name</u>	<u>Position with Company</u>	<u>Principal Occupation or Employment</u>	<u>Director Since</u>	<u>Number of Shares Beneficially Owned</u>
E. R. ERSKINE CARTER	Director	President and Chief Executive Officer, Hambro Canada (1972) Limited since December 1972, and prior to that President and Chief Executive Officer, Patino, N.V., a mining company, from November, 1971, to December, 1972, and prior to that, President and Chief Executive Officer, The Patino Mining Corporation	November, 1972	50,000
JOHN R. FINLAY	Director	Solicitor with the legal firm of Holden, Murdoch, Walton, Finlay, Robinson	April, 1971	11,900
A. H. HONSBERGER	Director	Mining Engineer	October, 1960	3,050
KENNETH A. ROBERTS	President and Director	Deputy Chairman of the Board, Hambro Canada (1972) Limited, since December, 1972, and prior to that Chairman of the Board, Peel-Elder Limited, since May, 1969, and prior to that President, Peel-Elder Limited	October, 1960	40,250
H. F. TENEY, Q.C.	Vice-President (Corporate Affairs) and Director	Vice-President (Corporate Affairs), Hambro Canada (1972) Limited since January, 1973, and prior to that a partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson	January, 1973	25,000

<u>Name</u>	<u>Position with Company</u>	<u>Principal Occupation or Employment</u>	<u>Director Since</u>	<u>Number of Shares Beneficially Owned</u>
J. B. L. THOMAS	Treasurer and Director	Vice-President (Finance) and Treasurer, Hambro Canada (1972) Limited since December, 1972, and prior to that Executive Vice-President and Secretary-Treasurer, Hambro Corporation of Canada Limited since December, 1970, and prior to that Treasurer, Locana Corporation Ltd., an investment company	October, 1972	25,000
CHARLES F. WATSON	Vice-President and Director	President, Peel-Elder Limited, since May, 1969, and prior to that held various senior executive positions with the Peel-Elder group of companies	June, 1968	15,010

Messrs. Finlay and Honsberger have each held the principal occupation indicated for at least five years. The statements as to the shares of the Company beneficially owned by the nominees for election as Directors are in each instance based upon information furnished by the person concerned.

REMUNERATION OF MANAGEMENT AND OTHERS

(a) The aggregate direct remuneration paid by the Company to its Directors and senior officers during the year 1972 was \$1,200.

(b) The estimated aggregate cost to the Company during the year 1972 of all compensation and retirement benefits proposed to be paid to Directors and senior officers under existing plans on retirement at normal retirement age was \$1,500.

(c) During 1972 no options were granted by the Company on shares of its capital stock.

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote for the appointment of Clarkson, Gordon & Co., as auditors of the Company to hold office until the next Annual Meeting of Shareholders. Clarkson, Gordon & Co. have been auditors of the Company since January, 1973.

OTHER MATTERS

The Management does not know of any other matters to be brought before the Meeting other than those hereinbefore set forth and in the Notice of the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

The information contained herein is given as of April 4, 1973.

DATED April 4, 1973.